

CARLISLE DIOCESAN BOARD OF FINANCE LIMITED

NOTES of the **ANNUAL GENERAL MEETING** of the **CARLISLE DIOCESAN BOARD OF FINANCE LTD** held via zoom on Wednesday, 28th June 2023. [NB see minutes relating to the quorum. These notes should be read in conjunction with the formal minutes from the reconvened AGM held on 26 July 2023.]

Before the meeting began, the Chair, Mr Jim Johnson, informed those present that 60 members were required for a quorum but that there were only 19 in attendance. The meeting would therefore have to be reconvened at a future date. Today however, he would conduct the meeting as if it were quorate and members would be asked to vote indicatively on the resolutions. Although the outcomes of those votes would have no formal status, they would be noted when the AGM reconvened, at which time only 2 members would have to be in attendance in order for the meeting to be quorate.

Chairman's remarks

Mr Jim Johnson, the Chair of the Diocesan Board of Finance introduced the meeting and the items to be covered.

Minutes of the 2022 Annual General Meeting

The minutes of the meeting held on 14th June 2022 were approved.

Matters arising from the minutes other than those on the agenda

No other matters arising were reported.

Report and Accounts for the year ended 31st December 2022

The Chair introduced the Diocesan Board of Finance's Annual Report and Accounts for 2022. The reports were provided for statutory purposes and would be sent to Companies House and the Charity Commission who would publish them on their websites.

The Trustees' report encapsulated what had been happening in the diocese throughout the year and projected forward for any special circumstances that might be prevailing at the time when the report was reviewed by the members of the company.

Mr Johnson set out the key points about the year's financial performance. The bottom line was that there had been a small deficit of £25,000, ie less than 0.3% of turnover in 2022, before adjusting for the value of investments. In the 2021 calendar year the book value of the DBF's investments had risen by £4.85 million, before falling by £3.51 million in the year to December 2022. Overall, the DBF had effectively achieved a break-even position, which was a very good outcome in a post covid environment where the effects of the pandemic were still being felt. The Parish Offer, which had dropped by 12% in the Covid period, had recovered by only 0.3% since the pandemic restrictions had been relaxed. The Trustees continue to rigorously pursue a programme of rationalisation of our property portfolio,

selling surplus parsonages to maximise returns from re-invested capital in support of the costs of the Diocese's Mission and Ministry.

The Chair explained that at this point in the meeting a resolution to receive and adopt the report would usually be put to members. We were however awaiting the finalisation of Restore's statutory accounts which formed part of our consolidated financial position. Ric Jaques explained that Restore's draft results were included in the group statement of financial activities and it had been suggested by Restore's accountants, Dodd and Co, that the numbers would not move materially. The only page of the accounts that was likely to need to be updated was page 46 which broke down the actual detailed figures in Restore's 2022 accounts. This would be completed in time for the reconvened AGM.

The Chair asked if, in principle, members would be happy to receive the accounts, subject to the the Restore final figures being received and included. The members agreed.

The Chair then proposed the following resolution, which was carried with no votes against:

"To receive and adopt the report of the Directors and Trustees together with the annual accounts. "

Ric Jaques gave a brief update on Rydal Hall. The Hall had originally adopted a balanced budget for 2020 but this had proved impossible given the impact of the pandemic. Trading in 2020, 2021 and 2022 had been very challenging as a result both of Covid and the staffing shortages that the hospitality sector was facing. In spite of this, he felt that Rydal was in a good place for 2023. A new manager with experienced in the hospitality and retreat sector had been appointed and was starting to implement positive changes to increase revenue. The main challenges were increasing costs which included rising energy prices and staff costs. The 5-year plan now in place was intended to take the Hall back to break-even and included a commitment to strengthening Rydal's ministry as part of the God for All Strategy and Vision.

Appointment of Auditors for the following year

Mr Johnson proposed that Dodd and Co should be re-appointed as our auditors and the following resolution was carried with no votes against:

"That Dodd and Co be reappointed as Auditors to the Diocesan Board of Finance for 2023."

A member suggested that it was good practice to review and tender for auditors from time to time and Mr Johnson agreed that this was the case and that it was something that could potentially be considered for next year.